

B1 (Official Form 1)(04/13)

<b>United States Bankruptcy Court</b> <b>Eastern District of Texas</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Optisense Network, LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) <b>27-3649314</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>2901 Summit Avenue, Suite 400</b> <b>Plano, TX</b> <div style="text-align: right;">ZIP Code <b>75074</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Collin</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Optisense Network, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: center;">                 _____                  (Name of landlord that obtained judgment)             </div>  <div style="text-align: center;">                 _____                  (Address of landlord)             </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

## Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

**Optisense Network, LLC**

### Signatures

#### Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

#### Signature of Attorney\*

X /s/ Keith M. Aurzada  
Signature of Attorney for Debtor(s)

Keith M. Aurzada 24009882  
Printed Name of Attorney for Debtor(s)

Bryan Cave LLP  
Firm Name  
2200 Ross Avenue  
Suite 3300  
Dallas, TX 75201

\_\_\_\_\_  
Address

Email: keith.aurzada@bryancave.com  
214-721-8000 Fax: 214-220-6716

\_\_\_\_\_  
Telephone Number

March 12, 2014

\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

#### Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Steve Bastian  
Signature of Authorized Individual

Steve Bastian  
Printed Name of Authorized Individual

Authorized Agent  
Title of Authorized Individual

March 12, 2014

\_\_\_\_\_  
Date

#### Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

#### Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.*

**ACTION BY WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF  
OPTISENSE NETWORK, LLC**

Effective as of March 7, 2014

The undersigned, being a majority of the members of the Board of Directors (the "Board") of Optisense Network, LLC, a Delaware limited liability company (the "Company"), hereby take the following actions and consent to and adopt the following resolutions:

**RECITALS:**

**WHEREAS**, the Board deems it advisable for the Company to examine its current operations, assets and employees in light of the Company's performance.

**RESOLUTIONS OF THE BOARD OF DIRECTORS:**

**NOW, THEREFORE, BE IT RESOLVED**, that, in the reasonable business judgment of the Board, it is desirable and in the Company's best interest, and the interests of the Company's creditors, employees, and other interested parties, the Company file a petition seeking relief under the provisions of chapter 7 of title 11 of the United States Code (the "Bankruptcy Code").

**RESOLVED FURTHER**, that each of the officers of the company and Steven Bastian (the "Authorized Persons") is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify petitions and amendments thereto under chapter 7 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Texas at such time as such Authorized Person shall determine.

**RESOLVED FURTHER**, that the law firm of Bryan Cave LLP is hereby engaged as attorneys for the Company, under a general retainer, in the chapter 7 case of the Company (the "Chapter 7 Case"), subject to any requisite bankruptcy court approval.

**RESOLVED FURTHER**, that the Authorized Persons are authorized to engage and employ such other law firms, investment bankers, consultants or companies, as may be necessary and appropriate and subject to any requisite bankruptcy court approval, including without limitation, to act as special and conflicts counsel for the Company, under a general retainer, to assist the Company in the Chapter 7 Case, to assist with the preparation of Schedules and Statements of Financial Affairs for the Company in the Chapter 7 Case, to appear at hearings or meetings in the Chapter 7 Case, and to perform other tasks related to the Company's Chapter 7 Case.

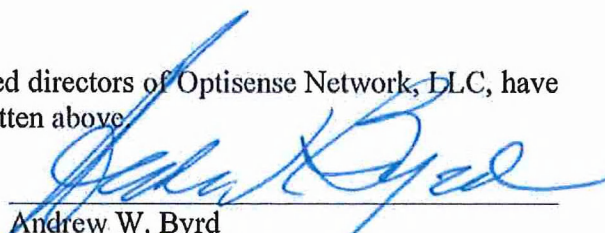
**RESOLVED FURTHER**, that the Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such Authorized Person, are hereby


authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors and other professionals and to perform any and all further acts and deeds the Authorized Persons deem necessary, proper or desirable in connection with Chapter 7 Case.

**RESOLVED FURTHER**, that this Written Consent be filed with the minutes of the proceedings of the Company.

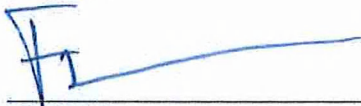
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IN WITNESS WHEREOF, the undersigned directors of Optisense Network, LLC, have executed this written consent as of the date first written above.

  
\_\_\_\_\_  
Andrew W. Byrd

  
\_\_\_\_\_  
Andrew Wayne Byrd, Jr.

  
\_\_\_\_\_  
Stephen Cook

  
\_\_\_\_\_  
Rick Reisner

\_\_\_\_\_  
George Simpson

\_\_\_\_\_  
Yossi Harlev



**WRITTEN CONSENT OF  
THE MEMBERS OF  
OPTISENSE NETWORK, LLC**

Effective as of March 7, 2014

The undersigned members ("Members") of Optisense Network, LLC, a Delaware limited liability company (the "Company"), constituting a Majority Interest (as defined in the Company's Amended and Restated Limited Liability Company Agreement, dated as of July 5, 2011 (the "Agreement")), hereby take the following actions and consent to and adopt the following resolutions:

**RECITALS:**

**WHEREAS**, the Members deem it advisable for the Company to file for chapter 7 bankruptcy in light of the Company's performance.

**RESOLUTIONS OF THE MEMBERS:**

**NOW, THEREFORE, BE IT RESOLVED**, that, in the reasonable business judgment of the Board of Directors of the Company (the "Board"), it is desirable and in the Company's best interest, and the interests of the Company's creditors, employees, and other interested parties, it is hereby acknowledged and approved that the Company file a petition seeking relief under the provisions of chapter 7 of title 11 of the United States Code (the "Bankruptcy Code").

**RESOLVED FURTHER**, that each of the officers of the company and Steven Bastian (the "Authorized Persons") is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify petitions and amendments thereto under chapter 7 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Texas at such time as such Authorized Person shall determine.

**RESOLVED FURTHER**, that the law firm of Bryan Cave LLP is hereby engaged as attorneys for the Company, under a general retainer, in the chapter 7 case of the Company (the "Chapter 7 Case"), subject to any requisite bankruptcy court approval.

**RESOLVED FURTHER**, that the Authorized Persons are authorized to engage and employ such other law firms, investment bankers, consultants or companies, as may be necessary and appropriate and subject to any requisite bankruptcy court approval, including without limitation, to act as special and conflicts counsel for the Company, under a general retainer, to assist the Company in the Chapter 7 Case, to assist with the preparation of Schedules and Statements of Financial Affairs for the Company in the Chapter 7 Case, to appear at hearings or meetings in the Chapter 7 Case, and to perform other tasks related to the Company's Chapter 7 Case.

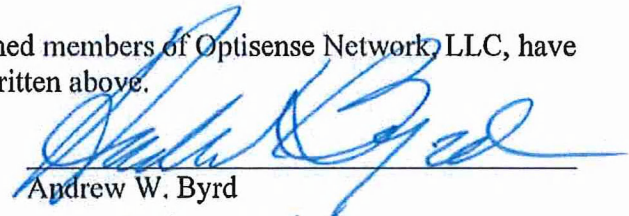
**RESOLVED FURTHER**, that the Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such Authorized Person, are hereby authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors and other professionals and to perform any and all further acts and deeds the Authorized Persons deem necessary, proper or desirable in connection with Chapter 7 Case.

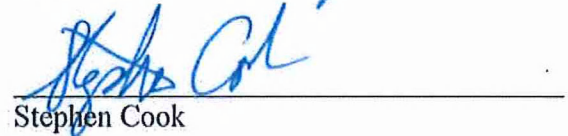
**RESOLVED FURTHER**, that this Written Consent be filed with the minutes of the proceedings of the Company.

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**IN WITNESS WHEREOF**, the undersigned members of Optisense Network, LLC, have executed this written consent as of the date first written above.

  
\_\_\_\_\_  
Andrew W. Byrd

  
\_\_\_\_\_  
Stephen Cook

  
\_\_\_\_\_  
Rick Reisner

  
\_\_\_\_\_  
Charles Sell

**United States Bankruptcy Court**  
**Eastern District of Texas**

In re Optisense Network, LLC,  
 Debtor

Case No. \_\_\_\_\_

Chapter 7

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	5,166,343.98		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	4		6,459,386.41	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	6		664,074.31	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	23		18,478,207.90	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		39			
Total Assets			5,166,343.98		
Total Liabilities				25,601,668.62	

**United States Bankruptcy Court**  
**Eastern District of Texas**

In re **Optisense Network, LLC**  
Debtor

Case No. \_\_\_\_\_

Chapter **7**

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Optisense Network, LLC

Case No. \_\_\_\_\_

Debtor

## SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
None		-	0.00	0.00

Sub-Total > 0.00 (Total of this page)

Total > 0.00

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	None		-	0.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	Bank of America Checking Accounts		-	50.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	On books, but subject to forfeit (\$49,128)		-	0.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	Pictures of Hong Kong		-	100.00
6. Wearing apparel.	Static free jackets (25)		-	50.00
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **200.00**  
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		on the books	-	31,673.18
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **31,673.18**  
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property



In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>Patents listed on the attached sheet, at amortized cost; and software development (at Net Book Value)</b>	-	<b>876,732.39</b>
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>Office furniture, cubicles, etc. (at NBV)</b>	-	<b>39,376.75</b>
29. Machinery, fixtures, equipment, and supplies used in business.		<b>Machinery &amp; equipment; manufacturing equipment; engineering equipment, etc. (at Net Book Value)</b>	-	<b>2,178,610.94</b>
30. Inventory.		<b>Inventory at Book Value</b>	-	<b>1,872,336.95</b>
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.		<b>Other miscellaneous tools &amp; equipment ; Leasehold improvements and office computers at NBV</b>	-	<b>167,413.77</b>

Sub-Total > **5,134,470.80**  
(Total of this page)  
Total > **5,166,343.98**

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

**PATENTS**

(Addendum to Schedule B, Item #22 - Patents, Copyrights, and other Intellectual Property)

APPLICATION NUMBER: 08569338 FILING DATE: 12/08/1995  
PATENT NUMBER: 5892357 ISSUE DATE: 04/06/1999  
TITLE: ELECTRO-OPTIC VOLTAGE SENSOR FOR SENSING VOLTAGE IN AN E-FIELD

APPLICATION NUMBER: 08570152 FILING DATE: 12/11/1995  
PATENT NUMBER: 5731579 ISSUE DATE: 03/24/1998  
TITLE: ELECTRO-OPTICAL VOLTAGE SENSOR HEAD

APPLICATION NUMBER: 08870512 FILING DATE: 06/06/1997  
PATENT NUMBER: 6124706 ISSUE DATE: 09/26/2000  
TITLE: ELECTRO-OPTIC VOLTAGE SENSOR

APPLICATION NUMBER: 08988247 FILING DATE: 12/10/1997  
PATENT NUMBER: 5939711 ISSUE DATE: 08/17/1999  
TITLE: ELECTRO-OPTIC VOLTAGE SENSOR HEAD

APPLICATION NUMBER: 09386937 FILING DATE: 08/31/1999  
PATENT NUMBER: 6362615 ISSUE DATE: 03/26/2002  
TITLE: ELECTRO-OPTIC VOLTAGE SENSOR FOR SENSING VOLTAGE IN AN E-FIELD

APPLICATION NUMBER: 09483716 FILING DATE: 01/13/2000  
PATENT NUMBER: 6307666 ISSUE DATE: 10/23/2001  
TITLE: VOLTAGE SENSING SYSTEMS AND METHODS FOR PASSIVE COMPENSATION OF  
TEMPERATURE RELATED INTRINSIC PHASE SHIFT

APPLICATION NUMBER: 09483838 FILING DATE: 01/17/2000  
PATENT NUMBER: 6388434 ISSUE DATE: 05/14/2002  
TITLE: ELECTRO-OPTIC HIGH VOLTAGE SENSOR

APPLICATION NUMBER: 09667116 FILING DATE: 09/20/2000  
PATENT NUMBER: 6492800 ISSUE DATE: 12/10/2002  
TITLE: ELECTRO-OPTIC VOLTAGE SENSOR WITH BEAM SPLITTING

APPLICATION NUMBER: 10100391 FILING DATE: 03/15/2002  
PATENT NUMBER: 6621258 ISSUE DATE: 09/16/2003  
TITLE: ELECTRO-OPTIC HIGH VOLTAGE SENSOR

APPLICATION NUMBER: 10900002 FILING DATE: 07/27/2004  
PATENT NUMBER: 7199571 ISSUE DATE: 04/03/2007  
TITLE: PROBE APPARATUS FOR USE IN A SEPARABLE CONNECTOR, AND SYSTEMS  
INCLUDING SAME

APPLICATION NUMBER: 12607954 FILING DATE: 10/28/2009  
PATENT NUMBER: 8076925 ISSUE DATE: 12/13/2011  
TITLE: OPTICAL SENSOR ASSEMBLY FOR INSTALLATION ON A CURRENT CARRYING  
CABLE

APPLICATION NUMBER: 12612894 FILING DATE: 11/05/2009  
PATENT NUMBER: 8395372 ISSUE DATE: 03/12/2013  
TITLE: METHOD FOR MEASURING CURRENT IN AN ELECTRIC POWER DISTRIBUTION  
SYSTEM

APPLICATION NUMBER: 13751069 FILING DATE: 01/26/2013  
PATENT NUMBER: ISSUE DATE:  
TITLE: STRESS CONTROL STRUCTURE FOR OPTICAL FIBERS IN A HIGH VOLTAGE ENVIRONMENT

APPLICATION NUMBER: 13943240 FILING DATE: 07/16/2013  
PATENT NUMBER: ISSUE DATE:  
TITLE: COLLIMATOR HOLDER FOR ELECTRO-OPTICAL SENSOR

APPLICATION NUMBER: 61823849 FILING DATE: 05/15/2013  
PATENT NUMBER: ISSUE DATE:  
TITLE: ELECTRO-OPTIC CURRENT SENSOR WITH HIGH DYNAMIC RANGE AND ACCURACY

APPLICATION NUMBER: 61823879 FILING DATE: 05/15/2013  
PATENT NUMBER: ISSUE DATE:  
TITLE: STRESS CONTROL ASSEMBLY AND METHODS OF MAKING THE SAME

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R  H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.		8/1/2012					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-	Secured Convertible Promissory Note  All company assets					
		Value \$ 5,166,493.98				1,698,727.56	0.00
Account No.		8/5/2013					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-	Secured Convertible Promissory Note  All company assets					
		Value \$ 5,166,493.98				524,776.56	0.00
Account No.		8/23/2013					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-	Secured Convertible Promissory Note  All company assets					
		Value \$ 5,166,493.98				521,728.15	0.00
Account No.		8/28/2013					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-	Secured Convertible Promissory Note  All company assets					
		Value \$ 5,166,493.98				520,881.38	0.00
Subtotal (Total of this page)						3,266,113.65	0.00

3 continuation sheets attached

In re Optisense Network, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.			9/30/2013					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-	Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				515,287.67	0.00
Account No.			10/15/2013					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-	Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				307,693.14	0.00
Account No.			11/4/2013					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-	Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				509,534.25	0.00
Account No.			11/19/2013					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-	Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				304,241.09	0.00
Account No.			12/16/2013					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-	Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				402,104.11	0.00
Subtotal (Total of this page)							2,038,860.26	0.00

Sheet 1 of 3 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re Optisense Network, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	H U S B A N D , W I F E , J O I N T , O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			12/30/2013					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				200,131.51	0.00
Account No.			1/6/2014					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				200,000.00	0.00
Account No.			1/28/2014					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				100,000.00	0.00
Account No.			2/3/2014					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				22,000.00	0.00
Account No.			2/5/2014					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				52,000.00	0.00
Subtotal (Total of this page)							574,131.51	0.00

Sheet 2 of 3 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims



B6D (Official Form 6D) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.			2/25/2013					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				55,305.06	0.00
Account No.			1/1/2013					
Kenneth L. Maun Collin County Tax Collector P.O. Box 8046 McKinney, TX 75070-8046	-		2013 Property Taxes					
			Value \$ 5,166,493.98				24,975.93	0.00
Account No.			1/1/2014					
Kenneth L. Maun Collin County Tax Collector P.O. Box 8046 McKinney, TX 75070-8046	-		2014 Property Taxes		X			
			Value \$ 5,166,493.98				Unknown	Unknown
Account No.			8/23/2013					
Liberty Trust Company, Ltd. Custodian FBO Peter John Fioretti Sr. IRA #TC003645 Attn: Kevin J. Mast 13860 Ballantyne Corporate Pl., Ste 130 Charlotte, NC 28277	-		Secured Convertible Promissory Note  All company assets					
			Value \$ 5,166,493.98				500,000.00	0.00
Account No.								
			Value \$					
Subtotal							580,280.99	0.00
(Total of this page)								
Total							6,459,386.41	0.00
(Report on Summary of Schedules)								

Sheet **3** of **3** continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			2/7/2014					
Andre DeFreitas 853 Pimernel Lane Plano, TX 75075	-		Severance pay and accrued vacation pay				2,191.90	0.00
							2,191.90	2,191.90
Account No.			2/7/2014					
Avery Ashby 1304 Grapevine Drive Allen, TX 75002	-		Severance pay and accrued vacation pay				7,073.16	0.00
							7,073.16	7,073.16
Account No.			2/7/2014					
Benjamin Siebach 604 Loving Court Southlake, TX 76092	-		Severance pay and accrued vacation pay				131,169.83	118,694.83
							131,169.83	12,475.00
Account No.			2/7/2014					
Brandon Gulrich 5002 Rainier Road Plano, TX 75023	-		Severance pay and accrued vacation pay				9,363.88	0.00
							9,363.88	9,363.88
Account No.			2/7/2014					
Daniel Taylor 3210 Clinton Street Sachse, TX 75048	-		Severance pay and accrued vacation pay				1,700.34	0.00
							1,700.34	1,700.34
Subtotal								118,694.83
(Total of this page)							151,499.11	32,804.28

Sheet 1 of 5 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			2/7/2014					
David Bauerle 2038 Country Oaks Drive Garland, TX 75040	-		Severance pay and accrued vacation pay				7,908.31	0.00
							7,908.31	7,908.31
Account No.			2/7/2014					
Dennis Britt 1501 Meadow Ranch Road McKinney, TX 75071	-		Severance pay and accrued vacation pay				14,422.35	1,947.35
							14,422.35	12,475.00
Account No.			2/7/2014					
Eric Henlon 5971 Millrace Court #E102 Columbia, MD 21045	-		Severance pay and accrued vacation pay				8,613.02	0.00
							8,613.02	8,613.02
Account No.			2/7/2014					
Fred Williams 3152 Kings Canyon Drive Plano, TX 75025	-		Severance pay and accrued vacation pay				1,884.40	0.00
							1,884.40	1,884.40
Account No.			2/7/2014					
Grant Kenworthy 725 Victorian Drive Allen, TX 75002	-		Severance pay and accrued vacation pay				6,538.54	0.00
							6,538.54	6,538.54
Subtotal								1,947.35
(Total of this page)							39,366.62	37,419.27

Sheet **2** of **5** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			2/7/2014					
Jeffrey Connelly 512 Lochwood Drive Murphy, TX 75094	-		Severance pay and accrued vacation pay				6,751.00	0.00
							6,751.00	6,751.00
Account No.			2/7/2014					
Jenny Nguyen 2526 Meadowridge Drive Garland, TX 75044	-		Severance pay and accrued vacation pay				2,521.39	0.00
							2,521.39	2,521.39
Account No.			2/7/2014					
Ji Daley 4109 Silverthorne Street Richardson, TX 75082	-		Severance pay and accrued vacation pay				7,110.56	0.00
							7,110.56	7,110.56
Account No.			2/7/2014					
Jim Glose 2723 Kensington Alley Gainesville, GA 30504	-		Severance pay and accrued vacation pay				6,000.08	0.00
							6,000.08	6,000.08
Account No.			2/7/2014					
Max Beasley 1818 Weanne Drive Richardson, TX 75082	-		Severance pay and accrued vacation pay				14,422.35	1,947.35
							14,422.35	12,475.00
Subtotal								1,947.35
(Total of this page)							36,805.38	34,858.03

Sheet **3** of **5** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			2/7/2014					
Max Kenworthy 504 Dartmouth lane Allen, TX 75002	-		Severance pay and accrued vacation pay				3,887.64	0.00
							3,887.64	3,887.64
Account No.			2/7/2014					
Michael Lacaze 213 N. Ewing Street Boyd, TX 76023	-		Severance pay and accrued vacation pay				7,211.41	0.00
							7,211.41	7,211.41
Account No.			2/7/2014					
Phillip Davis 4108 Binley Drive Richardson, TX 75082	-		Severance pay and accrued vacation pay				15,383.86	2,908.86
							15,383.86	12,475.00
Account No.			2/7/2014					
Stephen Prince 3021 Seneca Drive Frisco, TX 75034	-					X	391,756.24	379,281.24
							391,756.24	12,475.00
Account No.			2/7/2014					
Steven Bastian 805 Victoria Lane Southlake, TX 76092	-		Severance pay and accrued vacation pay				6,979.20	0.00
							6,979.20	6,979.20
Subtotal								382,190.10
(Total of this page)							425,218.35	43,028.25

Sheet 4 of 5 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims



B6E (Official Form 6E) (4/13) - Cont.

In re Optisense Network, LLC  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H U S B A N D  W I F E  J O I N T  C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			2/7/2014					
Ye Li 2209 Mesa Oak Trail Plano, TX 75025		-	Severance pay and accrued vacation pay					0.00
							9,116.22	9,116.22
Account No.			2/7/2014					
Yupin Boone 4411 Jackson Drive Sachse, TX 75048		-	Severance pay and accrued vacation pay					0.00
							2,068.63	2,068.63
Account No.								
Account No.								
Account No.								
Subtotal								0.00
(Total of this page)							11,184.85	11,184.85
Total								504,779.63
(Report on Summary of Schedules)							664,074.31	159,294.68

Sheet 5 of 5 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re **Optisense Network, LLC**

Debtor

Case No. \_\_\_\_\_

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			2/25/2013 Convertible Promissory Note				55,305.06
A.J. Byrd TVV Capital 201 4th Avenue North Suite 1250 Nashville, TN 37219		-					
Account No.			Trade debt				62,020.96
Advanced Fibreoptic Engineering Ltd. 16 Thorneyu ley Business Park Witney, Oxon, UK OX28 4GE		-					
Account No. 1338606			Trade debt				1,210.17
Aire Spring Inc. File 1422 1801 W. Olympic Blvd. Pasadena, CA 91199-1422		-					
Account No.			Date: Approximately May 2013. Customer warranty claim - customer returned all product purchased for repair or replacement, which will not be possible		X		3,566,800.00
Alabama Power Company 600 North 18 Street Birmingham, AL 35203		-					
Subtotal (Total of this page)							3,685,336.19

22

continuation sheets attached

22 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.			Trade debt					
Alexa Capital LLP 17 Old Place London W* 4 PL	-						479.25	
Account No.			12/13/2012 Convertible Promissory Note					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-						283,134.72	
Account No.			12/27/2012 Convertible Promissory Note					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-						281,839.21	
Account No.			1/14/2013 Convertible Promissory Note					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-						280,209.55	
Account No.			1/22/2013 Convertible Promissory Note					
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-						279,490.97	
Sheet no. <u>1</u> of <u>22</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,125,153.70

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D , W I F E , J O I N T , O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			11/6/2012				
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Convertible Promissory Note				286,543.45
Account No.			12/3/2013				
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Convertible Promissory Note				284,059.77
Account No.			7/30/2012				
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Convertible Promissory Note				591,783.76
Account No.			9/4/2012				
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Convertible Promissory Note				409,448.11
Account No.			9/17/2012				
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	-		Convertible Promissory Note				407,729.50
Subtotal (Total of this page)							1,979,564.59

Sheet no. 2 of 22 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N C O N F I R M E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			7/2/2012 Convertible Promissory Note				537,429.25
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-					
Account No.			2/15/2013 Convertible Promissory Note				62,408.43
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-					
Account No.			3/29/2012 Convertible Promissory Note				241,672.44
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-					
Account No.			12/12/2012 Convertible Promissory Note				509,873.18
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-					
Account No.			1/3/2013 Convertible Promissory Note				417,633.79
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-					
Sheet no. <u>3</u> of <u>22</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							1,769,017.09

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.		-	1/17/2013 Convertible Promissory Note				251,979.14	
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219								
Account No.		-	1/31/2013 Convertible Promissory Note				250,451.48	
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219								
Account No.		-	2/14/2013 Convertible Promissory Note				249,698.25	
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219								
Account No.		-	11/10/2012 Convertible Promissory Note				453,173.12	
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219								
Account No.		-	11/10/2012 Convertible Promissory Note				322,002.52	
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219								
Sheet no. <u>4</u> of <u>22</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,527,304.51



B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			11/13/2012 Convertible Promissory Note				128,676.01
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-					
Account No.			12/5/2012 Convertible Promissory Note				562,143.23
Andrew W. Byrd 201 Fourth Avenue North Suite 1250 Nashville, TN 37219		-					
Account No.			5/30/2012 Convertible Promissory Note				31,050.43
Ann Cook 1220 Route 35 South Salem, NY 10590		-					
Account No.			Trade debt				69,464.00
Appointech, Inc. 6F-2, No. 192, Tung-Kuan Road Hsinchi, 30069, Taiwan		-			X		
Account No.			Date: Approximately November 2013. Customer Demand Letter for return of product payment due to faulty product. Company disputes the request because no opportunity was given to remedy the problem as required by contract.			X	519,310.60
Baltimore Gas & Electric ATTN Accounts Payable P.O. Box 1535 Baltimore, MD 21203		-					
Subtotal (Total of this page)							1,310,644.27

Sheet no. 5 of 22 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Sheet no. 5 of 22 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			10/4/2000				28,570.80
Bechtel BWTX Idaho, LLC Attn: Accounts Payable P.O. Box 1625 Idaho Falls, ID 83415-3117		-	Agreement 00-LA-013 Government paid maintenace and protection of patents purchased from the government				
Account No.			2/7/2014				118,694.83
Benjamin Siebach 604 Loving Court Southlake, TX 76092		-	Balance of salary and wages due after priority claims limit of \$12,475.00				
Account No.			Trade debt				425.00
Blue's Machining, LLC P.O. Box 103 Rowlett, TX 75030		-					
Account No.			Trade debt				139.00
Blumbergexcelsior XL DIV 16 Court Street, 14th Floor Brooklyn, NY 11241		-					
Account No.			Trade debt				4,411.21
Boedeker Plastics, Inc. 904 West 6th Street Shiner, TX 77984		-					
Subtotal (Total of this page)							152,240.84

Sheet no. 6 of 22 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Sheet no. 6 of 22 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.			2/25/2013 Convertible Promissory Note				110,574.80	
Charles G. Sell 201 Fourth Avenue North, Suite 1250 Nashville, TN 37219	-							
Account No.			5/30/2012 Convertible Promissory Note				170,974.74	
Charles G. Sell 201 Fourth Avenue North, Suite 1250 Nashville, TN 37219	-							
Account No.			11/10/2012 Convertible Promissory Note				64,400.49	
Charles G. Sell 201 Fourth Avenue North, Suite 1250 Nashville, TN 37219	-							
Account No.			Trade debt				2,140.26	
Circuit Design Specialties, Inc. 600 Development Drive, Suite 100 Plano, TX 75074-8339	-							
Account No.			Trade debt				238.00	
Cole-Parmer 13927 Collections Center Drive Chicago, IL 60693-0139	-							
Sheet no. <u>7</u> of <u>22</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	348,328.29

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Trade debt				10,846.00
Connecticut Plastics, Inc. 1264 Old Colony Road Wallingford, CT 06492	-						
Account No.			Trade debt				1,201.00
Davidson, Golden, Lundy, P.C. SunTrust plaza, Suite 1250 401 Commerce Street Nashville, TN 37219	-						
Account No.			2/7/2014 Balance of salary and wages due after priority claims limit of \$12,475.00				1,947.35
Dennis Britt 1501 Meadow Ranch Road McKinney, TX 75071	-						
Account No.			Trade debt				21,905.50
ELEAT Prototypes & Tooling 427 Blue Mound Road East Haslet, TX 76052	-						
Account No.			Trade debt				2,728.00
Electronic Systems, Inc. 600 E. 50th Street North Sioux Falls, SD 57104	-						
Subtotal (Total of this page)							38,627.85

Sheet no. 8 of 22 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Sheet no. 8 of 22 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Trade debt				72,776.50
Elliott Electric Supply, Inc. P.O. Box 630610 Nacogdoches, TX 75963		-					
Account No.			Trade debt				4,185.00
Environmental Testing Labrotory, inc. 11034 Indian Trail Dallas, TX 75229-3513		-					
Account No.			Trade debt				1,237.61
Fastenal P.O. Box 978 Winona, MN 55987		-					
Account No.			Trade debt				37.07
FedEx P.O. Box 660481 Dallas, TX 75266-0481		-					
Account No.			Trade debt				6,446.00
Fiber Optic Center 23 Centre Street New Bedford, MA 02740-6322		-					
Sheet no. 9 of 22 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)				84,682.18

Sheet no. 9 of 22 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Trade debt				3,250.00
GoFoton Corp 28 Worlds Fair Drive Somerville, NJ 08876		-					
Account No.			Trade debt				255.95
Grainger Dept 864045158 P.O. Box 419267 Kansas City, MO 64141-6267		-					
Account No.			Trade debt				11,448.44
H.L. Electronics, LLC P.O. Box 678102 Dallas, TX 75267		-					
Account No.			3/29/2012 Convertible Promissory Note				615,782.85
Hickory Ventures, L.P. c/o Douglas H. Joyce 3801 Bedford Avenue, Suite 100 Nashville, TN 37215		-					
Account No.			Trade debt				141.00
Hisco P.O. Box 890811 Charlotte, NC 28289-0811		-					
Subtotal (Total of this page)							630,878.24

Sheet no. 10 of 22 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Trade debt				39,729.00
IMS Solucoes de Energia Ltda. Av. Bernardino Silveira Pastoriza, 720 Sarandi 91160-310 - Porto Alegre/RS Brasil		-					
Account No.			Trade debt				533.33
InterCall P.O. Box 281866 Atlanta, GA 30384-1866		-					
Account No.			2/5/2013 Convertible Promissory Note				556,289.38
Jack Bovender HCA, Inc. One Park plaza Nashville, TN 37203		-					
Account No.			Trade debt				13,888.25
JM Fabrication Company, LLC 415 Duncan Perry Road Arlington, TX 76011-5412		-					
Account No.			2/28/2013 Convertible Promissory Note				552,335.22
Joe Russell 630 Melrose Avenue Nashville, TN 37211		-					
Subtotal (Total of this page)							1,162,775.18

Sheet no. 11 of 22 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			<b>2/20/2013</b>				
<b>John Cooper</b> <b>218 Granny White Pike</b> <b>Brentwood, TN 37203</b>		-	<b>Convertible Promissory Note</b>				<b>166,078.68</b>
Account No.			<b>10/17/2012</b>				
<b>John Cooper</b> <b>218 Granny White Pike</b> <b>Brentwood, TN 37203</b>		-	<b>Convertible Promissory Note</b>				<b>288,407.62</b>
Account No.			<b>10/3/2012</b>				
<b>John Cooper</b> <b>218 Granny White Pike</b> <b>Brentwood, TN 37203</b>		-	<b>Convertible Promissory Note</b>				<b>289,678.90</b>
Account No.			<b>2/6/2013</b>				
<b>John Frank Zolfo</b> <b>7600 Bayshore Drive</b> <b>Apt. #1201A</b> <b>Trasare Island, FL 33706</b>		-	<b>Convertible Promissory Note</b>				<b>1,112,219.59</b>
Account No.			<b>3/1/2013</b>				
<b>John T. Mennefee</b> <b>2550 Charlie Thomas Road</b> <b>Chattanooga, TN 37407</b>		-	<b>Convertible Promissory Note</b>				<b>220,862.25</b>
Sheet no. <u>12</u> of <u>22</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>2,077,247.04</b>



B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			<b>3/29/2012</b>				
<b>John T. Mennefee</b> <b>2550 Charlie Thomas Road</b> <b>Chattanooga, TN 37407</b>		-	<b>Convertible Promissory Note</b>				<b>615,800.24</b>
Account No.			<b>2/21/2013</b>				
<b>Julian B. Baker</b> <b>c/o Sprint Logisitcs</b> <b>P.O. Box 101226</b> <b>Nashville, TN 37224</b>		-	<b>Convertible Promissory Note</b>				<b>516,024.82</b>
Account No.			<b>Trade debt</b>				
<b>Label-Aid Systems, inc.</b> <b>P.O. Box 550</b> <b>Celtic Circle</b> <b>Madison, AL 35758</b>		-					<b>230.00</b>
Account No.			<b>Trade debt</b>				
<b>LGS Technologies</b> <b>P.O. Box 763039</b> <b>Dallas, TX 75376-3039</b>		-					<b>554.40</b>
Account No.			<b>6/18/2012</b>				
<b>Max Beasley</b> <b>1818 Weanne Drive</b> <b>Richardson, TX 75082</b>		-	<b>Convertible Promissory Note</b>				<b>30,244.43</b>
Sheet no. <b>13</b> of <b>22</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>1,162,853.89</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			2/7/2014				1,947.35
Max Beasley 1818 Weanne Drive Richardson, TX 75082	-		Balance of salary and wages due after priority claims limit of \$12,475.00				
Account No.			Trade debt				1,325.00
McKinney Trailer Rentals 8400 E. Slauson Avenue Pico Rivera, CA 90660	-						
Account No.			Trade debt				340.00
Mcmaster-Carr P.O. Box 7690 Chicago, IL 60682-7690	-						
Account No.			Trade debt				3,502.29
MK Magnetics 17030 Muskrat Avenue Adelanto, CA 92301-2258	-						
Account No.			Trade debt				35.90
MORPAK Specialties, Inc. 2500 Discovery Booulevard Rockwall, TX 75032	-						
Subtotal (Total of this page)							7,150.54

Sheet no. 14 of 22 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Sheet no. **14** of **22** sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Trade debt				
<b>Mouser Electronics</b> <b>P.O. Box 99319</b> <b>Fort Worth, TX 76199-0319</b>		-					<b>1,197.72</b>
Account No.			Trade debt				
<b>Newark</b> <b>P.O. Box 94151</b> <b>Palatine, IL 60094-4151</b>		-					<b>50.81</b>
Account No.			Trade debt				
<b>NextWarehouse, Inc.</b> <b>14712 Franklin Avenue, Suite F</b> <b>Tustin, CA 92780</b>		-					<b>1,070.00</b>
Account No.			Trade debt				
<b>Nixon Peabody LLP</b> <b>P.O. Box 28012</b> <b>New York, NY 10087-8012</b>		-					<b>3,308.02</b>
Account No.			Trade debt				
<b>Nordson EFD</b> <b>21076 Network Place</b> <b>Chicago, IL 60673-1210</b>		-					<b>201.35</b>
Sheet no. <b>15</b> of <b>22</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>5,827.90</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Trade debt				
Novacopy, Inc. P.O. Box 372, Dept 200 Memphis, TN 38101		-					71.93
Account No.			Trade debt				
Oak Cliff Office Products 1876 Lonestar Drive Dallas, TX 75212		-					139.88
Account No.			Trade debt				
OEM Electronic Supply LLC P.O. Box 270237 Flower Mound, TX 75027		-					1,804.07
Account No.			Trade debt				
OPSENS 2014 Cyrille-Duquet, bur. 125 Quebec, Quebec G1N 4N6 Canada		-					1,045.73
Account No.			Trade debt				
PennWell Corp 21428 Network Place Chicago, IL 60673-1214		-					10,278.38
Sheet no. <u>16</u> of <u>22</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>13,339.99</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			<b>2/7/2014</b>				
Philip Davis 4108 Binley Drive Richardson, TX 75082		-	Balance of salary and wages due after priority claims limit of \$12,475.00				2,908.86
Account No.			Trade debt				
Photop Technologies, Inc. 470 Lakeside Drive, Suite A Sunnyvale, CA 94085		-					44,925.00
Account No.			Trade debt				
Pitney Bowes Purchase Power P.O. Box 371874 Pittsburgh, PA 15250-7874		-					141.76
Account No.			Trade debt				
Polycast International 965 Sherwin Road Winnepeg, MB R3H 0T8		-					25,125.00
Account No.			Trade debt				
Powertech Labs Inc. 12388 - 88th Avenue Surrey, BC V3W 7R& Canada		-					14,070.00
Subtotal (Total of this page)							87,170.62

Sheet no. 17 of 22 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Trade debt				87.90
R.S. Hughes Company, Inc. 10756 N. Stemmons Freeway Dallas, TX 75220	-						
Account No.			Trade debt				55,500.00
Radiall USA, Inc. 8950 South 52nd Street, Suite 401 Tempe, AZ 85284	-						
Account No.			Trade debt				16,000.00
Rick Lucas 1715 E. Chaffin Street Sherman, TX 75090	-						
Account No.			7/2/2012 Convertible Promissory Note				179,142.53
Rick Reisener 201 Fourth Avenue North Suite1250 Nashville, TN 37219	-						
Account No.			Trade debt				165.00
SBAC 2313A Executive Drive Garland, TX 75041	-						
Sheet no. 18 of 22 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							250,895.43

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			<b>10/4/2012</b>				
<b>Stephen Cook</b> <b>201 Fourth Avenue North</b> <b>Suite 1250</b> <b>Nashville, TN 37219</b>		-	<b>Convertible Promissory Note</b>				<b>41,218.60</b>
Account No.			<b>6/1/2012</b>				
<b>Stephen Cook</b> <b>201 Fourth Avenue North</b> <b>Suite 1250</b> <b>Nashville, TN 37219</b>		-	<b>Convertible Promissory Note</b>				<b>42,224.68</b>
Account No.			<b>2/7/2014</b>				
<b>Stephen Prince</b> <b>3021 Seneca Drive</b> <b>Frisco, TX 75034</b>		-	<b>Balance of salary and wages due after priority claims limit of \$12,475.00</b>				<b>391,756.24</b>
Account No.			<b>Trade debt</b>				
<b>Techni-Tool</b> <b>P.O. Box 827014</b> <b>Philadelphia, PA 19182-7014</b>		-					<b>1,896.40</b>
Account No.			<b>Trade debt</b>				
<b>Texas Precision Plating Inc.</b> <b>3002 Benton Street</b> <b>Garland, TX 75042</b>		-					<b>85.00</b>
Subtotal (Total of this page)							<b>477,180.92</b>

Sheet no. **19** of **22** sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			<b>3/18/2013</b>				
<b>The Carole S. Ferguson Residence Trust c/o John Ferguson Corrections Corporation of America 10 Burton Hills Boulevard Nashville, TN 37215</b>		-	<b>Convertible Promissory Note</b>				<b>274,543.67</b>
Account No.			<b>3/19/2013</b>				
<b>The John Ferguson Family Trust c/o John Ferguson Corrections Corporation of America 10 Burton Hills Boulevard Nashville, TN 37215</b>		-	<b>Convertible Promissory Note</b>				<b>274,456.06</b>
Account No.			<b>Trade debt</b>				
<b>TNT USA INC P.O. Box 182592 Columbus, OH 43218-2592</b>		-					<b>121.17</b>
Account No.			<b>Trade debt</b>				
<b>U.S. Bank Equipment Finance P.O. Box 790448 Saint Louis, MO 63179-0448</b>		-					<b>167.26</b>
Account No.			<b>Trade debt</b>				
<b>Uline 2200 S. Lakeside Drive Waukegan, IL 60085</b>		-					<b>52.50</b>
Sheet no. <u>20</u> of <u>22</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>549,340.66</b>



B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Trade debt				1,402.92
Unlimited Service DFW - Metro 12160 N. Abrams Road, Suite 210 Dallas, TX 75243		-					
Account No. 455R0F			Trade debt				133.44
UPS P.O. Box 7247-0244 Philadelphia, PA 19170-0001		-					
Account No. 07259247			Trade debt				646.90
UPS Freight P.O. Box 730900 Dallas, TX 75373-0900		-					
Account No.			Trade debt				29,743.28
UPS Supply Chain Solutions, Inc. 28013 Network Place Chicago, IL 60673-1280		-					
Account No. 342033317-00001			Trade debt				99.44
Verizon Wireless P.O. Box 660108 Dallas, TX 75266-0108		-					
Subtotal (Total of this page)							32,025.98

Sheet no. 21 of 22 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Trade debt				
Vitality Medical, Inc. 7910 S. 3500 E, Ste. C Salt Lake City, UT 84121		-					74.64
Account No.			Trade debt				
Vogelin Company P.O. Box 360 13400 Country Road 51 Norwood Young America, MN 55368		-					309.36
Account No.			Trade debt				
Westar, LLC P.O. Box 79 814 East 1st Avenue Dorchester, WI 54425		-					238.00
Account No.							
Account No.							

Sheet no. 22 of 22 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page)

**622.00**

Total  
(Report on Summary of Schedules)

**18,478,207.90**

In re **Optisense Network, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Aire Spring</b> 6060 Sepulveda Blvd., 2nd Floor Van Nuys, CA 91199-1422	<b>3-year contract for bundled internet and port with voice service for 24 lines.</b>
<b>Bechtel BWXT Idaho LLC</b> P.O. Box 1625 2525 North Fremont Avenue Idaho Falls, ID 83415	<b>License Agreement No. 00-LA-013 with respect to maintenance cost for patents purchased from the government. Also, requires a 3% royalty payment on all sales of product incorporating patent usage.</b>
<b>City of Plano</b> P.O. Box 860358 Plano, TX 75086-0358	<b>Economic Development Incentive Agreement. Debtor must lease at least 25,000 gross square feet of manufacturing space and create up to sixty-five jobs in return for a \$45,500 grant to be paid January 2016.</b>
<b>Hudson Energy Service</b> P.O. Box 142109 Irving, TX 75014-2109	<b>12-month contract for electrical service ending May 2014</b>
<b>ProLogis TLF (Dallas), LLC</b> c/o Elizabeth Rodriguez (Property Mgr.) 2501 N. Harwood Street, Suite 2450 Dallas, TX 75210-1607	<b>Unexpired lease of non-residential real property located at 2901 Summit Avenue, Suite 400, Plano, Texas 75074. Debtor is the Lessee.</b>
<b>Texas Emerging technology Fund (TETF)</b> Office of the Governor P.O. Box 12878 Austin, TX 78711-2878	<b>Fund grant effective March 5, 2007 between OptiSense and the State of Texas. Specific agreement could not be found. Annual reporting is required each year or it is assumed the grant is forfeit.</b>
<b>U.S. Bank</b> 1310 Madrid Street, Suite 201 Marshall, MN 56258	<b>60-month lease contract for copier machine ending July 2017. Debtor is the Lessee.</b>

In re Optisense Network, LLC

Case No. \_\_\_\_\_

Debtor

## SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

**United States Bankruptcy Court**  
**Eastern District of Texas**

In re Optisense Network, LLC

Debtor(s)

Case No.

Chapter

7

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Authorized Agent of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 41 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date March 12, 2014

Signature /s/ Steve Bastian

**Steve Bastian**

**Authorized Agent**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court  
Eastern District of Texas

In re Optisense Network, LLC

Debtor(s)

Case No.

Chapter

7

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

**"In business."** A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

**"Insider."** The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

**1. Income from employment or operation of business**

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

**\$2,213,389.00**

SOURCE

**2012: Debtor Company Books**

**\$3,887,611.00**

**2013: Debtor Company Books**

**\$0.00**

**2014: Debtor Company Books**

**2. Income other than from employment or operation of business**

None

☐

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

**\$0.00**

SOURCE

**None**

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**3. Payments to creditors**

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>AAVA Technology</b> 840 Avenue F, Suite 103 Plano, TX 75074-6864	<b>2/3/2014</b>	<b>\$19,250.00</b>	<b>\$0.00</b>
<b>AAVA Technology</b> 840 Avenue F, Suite 103 Plano, TX 75074-6864	<b>12/16/2013</b>	<b>\$4,593.75</b>	<b>\$0.00</b>
<b>Acalanes, Inc.</b> 3000 Custer Road, Suite 270-107 Plano, TX 75075	<b>12/11/2013</b>	<b>\$6,000.00</b>	<b>\$0.00</b>
<b>Acalanes, Inc.</b> 3000 Custer Road, Suite 270-107 Plano, TX 75075	<b>1/8/2014</b>	<b>\$6,000.00</b>	<b>\$0.00</b>
<b>Bechtel BWXT Idaho LLC</b> Attn: Accounts Receivable P.O. Box 1625 Idaho Falls, ID 83415-3117	<b>12/16/2013</b>	<b>\$11,940.79</b>	<b>\$8,510.00</b>
<b>Bechtel BWXT Idaho LLC</b> Attn: Accounts Payable P.O. Box 1625 Idaho Falls, ID 83415-3117	<b>12/19/2013</b>	<b>\$8,120.00</b>	<b>\$8,510.00</b>
<b>Blue Cross Blue Sheild of Texas</b> P.O. Box 660049 Dallas, TX 75266-0049	<b>12/16/2013</b>	<b>\$38,654.41</b>	<b>\$0.00</b>
<b>Blue Cross Blue Sheild of Texas</b> P.O. Box 660049 Dallas, TX 75266-0049	<b>1/23/2014</b>	<b>\$3,636.95</b>	<b>\$0.00</b>
<b>Boedeker Plastics, Inc.</b> 904 West 6th Street Shiner, TX 77984	<b>1/8/2014</b>	<b>\$4,846.97</b>	<b>\$4,411.21</b>

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Boedeker Plastics, Inc. 904 West 6th Street Shiner, TX 77984	12/16/2013	\$931.37	\$4,411.21
Boedeker Plastics, Inc. 904 West 6th Street Shiner, TX 77984	12/16/2013	\$3,102.61	\$4,411.21
Boedeker Plastics, Inc. 904 West 6th Street Shiner, TX 77984	12/16/2013	\$5,030.76	\$4,411.21
Boedeker Plastics, Inc. 904 West 6th Street Shiner, TX 77984	1/2/2014	\$2,216.77	\$4,411.21
Boedeker Plastics, Inc. 904 West 6th Street Shiner, TX 77984	1/8/2014	\$3,105.35	\$4,411.21
Custom Computer Cables of America, Inc. 2364 Merritt Drive, Suite A. Garland, TX 76426	11/25/2013	\$2,760.00	\$0.00
Custom Computer Cables of America, Inc. 2364 Merritt Drive, Suite A Garland, TX 76426	1/2/2014	\$5,055.00	\$0.00
ELEAT Prototypes & Tooling 427 Blue Mound Road Haslet, TX 76052	12/16/2013	\$23,756.50	\$21,905.50
ELEAT Prototypes & Tooling 427 Blue Mound Road Haslet, TX 76052	11/25/2013	\$15,186.00	\$21,905.50
ELEAT Prototypes & Tooling 427 Blue Mound Road Haslet, TX 76052	1/2/2014	\$1,542.50	\$21,905.50
Elliott Electric Supply, Inc. P.O. Box 630610 Nacogdoches, TX 75963	12/16/2013	\$35,562.77	\$72,776.50
Elliott Electric Supply, Inc. P.O. Box 630610 Nacogdoches, TX 75963	1/2/2014	\$13,282.50	\$72,776.50
Elliott Electric Supply, Inc. P.O. Box 630610 Nacogdoches, TX 75963	11/25/2013	\$11,385.00	\$72,776.50
Elliott Electric Supply, Inc. P.O. Box 630610 Nacogdoches, TX 75963	1/8/2014	\$9,392.00	\$72,776.50
Hudson Energy P.O. Box 731137 Dallas, TX 75373-1137	12/11/2013	\$5,617.76	\$0.00
Hudson Energy P.O. Box 731137 Dallas, TX 75373-1137	2/18/2014	\$5,432.37	\$0.00
Hudson Energy P.O. Box 731137 Dallas, TX 75373-1137	1/13/2014	\$5,043.33	\$0.00



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NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
JM Fabrication Company, LLC 415 Duncan Perry Road Arlington, TX 76011-5412	12/16/2013	\$8,137.25	\$13,888.25
JM Fabrication Company, LLC 415 Duncan Perry Road Arlington, TX 76011-5412	1/8/2014	\$6,661.80	\$13,888.25
John W. Reeder 555 Republic Drive, Suite 200 Plano, TX 75074	1/2/2014	\$6,156.81	\$0.00
John W. Reeder 555 Republic Drive, Suite 200 Plano, TX 75074	1/21/2014	\$2,500.00	\$0.00
ProLogis Targeted US Logistics Fund P.O. Box 846336 Dallas, TX 75284	2/3/2014	\$16,646.84	\$0.00
ProLogis Targeted US Logistics Fund P.O. Box 846336 Dallas, TX 75284	1/2/2014	\$15,946.84	\$0.00
ProLogis Targeted US Logistics Fund P.O. Box 846336 Dallas, TX 75284	12/11/2013	\$15,458.00	\$0.00
Radiall USA, Inc. 8950 South 52nd Street, Suite 401 Tempe, AZ 85284	1/2/2014	\$37,000.00	\$55,500.00
Radiall USA, Inc. 8950 South 52nd Street, Suite 401 Tempe, AZ 85284	1/8/2014	\$32,205.00	\$55,500.00
Rick Lucas 1715 E. Sherman, TX 75090	12/16/2013	\$16,000.00	\$0.00
Skyline DFW Exhibits & Events 900 Avenue S Grand Prairie, TX 75050	1/2/2014	\$10,310.09	\$0.00
The Brattle Group, Inc. 44 Brattle Street Cambridge, MA 02138-3736	1/2/2014	\$31,610.00	\$0.00
ValueScope, Inc. 950 E. State Highway 114, #120 Southlake, TX 76092	2/3/2014	\$6,840.00	\$0.00
Bryan Cave LLP Accounts Payable P.O. Box 503089 Saint Louis, MO 63150-3089	2/28/2014	\$8,869.65	\$24,667.15
Bryan Cave LLP Accounts Payable P.O. Box 503089 Saint Louis, MO 63150-3089	When was this retainer paid us?	\$10,000.00	\$24,667.15

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
A.J. Byrd TVV Capital 201 4th Avenue North, Suite 1250 Nashville, TN 37219 Director	1/14/2013	\$265.30	\$0.00
A.J. Byrd TVV Capital 201 4th Avenue North, Suite 1250 Nashville, TN 37219 Director	4/2/2013	\$463.02	\$0.00
A.J. Byrd & Co., LLC TVV Capital 201 4th Avenue North, Suite 1250 Nashville, TN 37219 Director	2/5/2014	\$569.02	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	4/1/2013	\$18,800.00	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	4/23/2013	\$13,600.00	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	4/30/2013	\$16,480.00	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	5/21/2013	\$15,520.00	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	7/9/2013	\$592.22	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	2/7/2014	\$1,000.00	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	8/1/2013	\$100.00	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	9/1/2013	\$116.87	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	11/11/2013	\$200.00	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	1/2/2014	\$278.29	\$0.00

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NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	1/20/2014	\$3,700.00	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Officer	2/3/2014	\$100.00	\$0.00
Rick Reisener 201 Fourth Avenue North Suite1250 Nashville, TN 37219 Director	1/14/2013	\$358.53	\$0.00
Rick Reisener 201 Fourth Avenue North Suite1250 Nashville, TN 37219 Director	12/16/2013	\$239.88	\$0.00
Stephen Cook 201 Fourth Avenue North Suite 1250 Nashville, TN 37219 Director & Officer	1/14/2013	\$459.04	\$0.00
Stephen Cook 201 Fourth Avenue North Suite 1250 Nashville, TN 37219 Director & Officer	11/19/2013	\$180.52	\$0.00
Stephen Cook 201 Fourth Avenue North Suite 1250 Nashville, TN 37219 Director & Officer	2/17/2014	\$191.05	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	1/7/2013	\$819.68	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	1/16/2013	\$624.36	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	1/16/2013	\$692.94	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	1/28/2013	\$3,852.74	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	2/18/2013	\$28,000.00	\$0.00

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NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	3/18/2013	\$26,116.88	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	3/18/2013	\$7,321.90	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	4/16/2013	\$9,186.43	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	4/16/2013	\$2,579.03	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	5/15/2013	\$4,784.59	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	5/21/2013	\$2,544.89	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	6/6/2013	\$5,625.09	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	6/13/2013	\$6,002.60	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	7/9/2013	\$669.85	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	7/16/2013	\$7,011.86	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	7/19/2013	\$4,816.77	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	7/19/2013	\$1,418.27	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	7/19/2013	\$3,465.93	\$0.00

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NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	8/6/2013	\$10,109.56	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	8/12/2013	\$1,159.43	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	9/16/2013	\$18,328.79	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	9/26/2013	\$1,125.38	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	9/30/2013	\$7,222.89	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	10/22/2013	\$18,956.81	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	10/28/2013	\$1,214.11	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	12/16/2013	\$8,164.08	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	1/8/2014	\$1,049.88	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	1/14/2014	\$3,529.89	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	1/20/2014	\$12,563.15	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	1/23/2014	\$11,694.43	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	2/3/2014	\$7,604.28	\$0.00

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NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	2/7/2014	\$6,930.41	\$0.00
Stephen Prince 3021 Seneca Drive Frisco, TX 75034 Director & Officer	2/7/2014	\$100.00	\$0.00
Benjamin Siebach 604 Loving Court Southlake, TX 76092 Former Chief Financial Officer	2/27/2014	\$140.60	\$0.00
Dennis Britt 1501 Meadow Ranch Road McKinney, TX 75071 Employee	2/3/2014	\$852.76	\$0.00
Steven Bastian 805 Victoria Lane Southlake, TX 76092 Authorized Agent	2/7/2014	\$1,800.00	\$0.00
Steven Bastian 805 Victoria Lane Southlake, TX 76092 Authorized Agent	2/21/2014	\$4,175.00	\$0.00
Steven Bastian 805 Victoria Lane Southlake, TX 76092 Authorized Agent	2/28/2014	\$2,850.00	\$0.00
Steven Bastian 805 Victoria Lane Southlake, TX 76092 Authorized Agent	2/28/2014	\$600.00	\$0.00

#### 4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☒ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
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- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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### 5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
Alabama Power Company 600 North 18 Street Birmingham, AL 35203	2/22-28/2014	Value: Unliquidated Return of equipment to Alabama Power prior to completion of repair

### 6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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### 7. Gifts

None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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### 8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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### 9. Payments related to debt counseling or bankruptcy

None ☒ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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#### 10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
None <input type="checkbox"/> b. List all property transferred by the debtor within <b>ten years</b> immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.		

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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#### 11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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#### 12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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#### 13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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#### 14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
1308 10th Street, Bridgeport, TX 76426	OptiSense Network, LLC	1/1/2012 - 6/30/2012
2901 Summit Avenue, Suite 400, Plano, TX 75074	OptiSense Network, LLC	5/30/2012 - present
101 Center Court, Bridgeport, TX 76426	OptiSense Network, LLC	11/5/2011 - 5/5/2012

**16. Spouses and Former Spouses**

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18 . Nature, location and name of business**

None



a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

LAST FOUR DIGITS OF  
SOCIAL-SECURITY OR  
OTHER INDIVIDUAL  
TAXPAYER-I.D. NO.

NAME

(ITIN)/ COMPLETE EIN

ADDRESS

NATURE OF BUSINESS

BEGINNING AND  
ENDING DATES

None



b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

None



a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Steven Bastian

805 Victoria Lane

Southlake, TX 76092

DATES SERVICES RENDERED

6/2013 - present

Curtis Muhlberg

6766 E. Northwest Highway

Dallas, TX 75246

6/2011 - 6/2013

None



b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

DGLFCPA

ADDRESS

401 Commerce Street, Suite 1250

Nashville, TN 37219

DATES SERVICES RENDERED

2010, 2011, 2012

None



c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

B7 (Official Form 7) (04/13)

NAME

**Steven Bastian**

**Inventory records are no longer available, warehouse personnel responsible for inventory have left the company and the system used to track inventory requires payment of licensing fees.**

ADDRESS

**805 Victoria Lane  
Southlake, TX 76092**

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

**20. Inventories**

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

**1/2/2013**

INVENTORY SUPERVISOR

**Dennis Britt**

DOLLAR AMOUNT OF INVENTORY

(Specify cost, market or other basis)

**\$952,810.00 (cost, net of reserve)**

**The only records available would be those maintained by the CPA firm that observed the the inventory.**

**1/2/2014**

**Dennis Britt**

**\$2,215,978.00 (cost, net of reserve)**

- None ☐ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

**1/2/2013**

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

**Bryan Hinton**

**DGLFCPA**

**401 Commerce Street, Suite 1250**

**Nashville, TN 37219**

**1/2/2014**

**Bryan Hinton**

**DGLFCPA**

**401 Commerce Street, Suite 1250**

**Nashville, TN 37219**

**21 . Current Partners, Officers, Directors and Shareholders**

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

**Steven Bastian**

**805 Victoria Lane**

**Southlake, TX 76092**

TITLE

**Authorized Agent**

NATURE AND PERCENTAGE  
OF STOCK OWNERSHIP

**Andrew Byrd**

**201 Fourth Avenue North**

**Suite 1250**

**Nashville, TN 37219**

**Director/Equityholder**

**39.15%**

B7 (Official Form 7) (04/13)

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>Stephen Cook</b> 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	<b>Director</b>	
<b>Rick Reisener</b> 201 Fourth Avenue North Suite 1250 Nashville, TN 37219	<b>Director</b>	
<b>A.J. Byrd</b> TVV Capital 201 4th Avenue North, Suite 1250 Nashville, TN 37219	<b>Director</b>	
<b>Yossi Harlev</b>	<b>Director</b>	
<b>George Simpson</b>	<b>Director</b>	
<b>David Welch</b> 105 King Ranch Road Southlake, TX 76092	<b>Equityholder</b>	<b>7.48% (common units)</b>
<b>Joseph Harlev</b>	<b>Equityholder</b>	<b>7.48% (common units)</b>
<b>DSC Strategic Investment, L.P.</b> 7201 Round Hill Road McKinney, TX 75070-5712	<b>Equityholder</b>	<b>6.59% (common &amp; preferred units)</b>
<b>Stephen Prince</b> 3021 Seneca Drive Frisco, TX 75034	<b>Former President and CEO, Equityholder</b>	<b>7.93% (common profits interest)</b>
<b>Benjamin Siebach</b> 604 Loving Court Southlake, TX 76092	<b>Former Chief Financial Officer</b>	

**22 . Former partners, officers, directors and shareholders**

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
<b>Stephen Prince</b> 3021 Seneca Drive Frisco, TX 75034	<b>CEO &amp; Director</b>	<b>2/12/2013 (Resigned)</b>
<b>Benjamin Siebach</b> 604 Loving Court Southlake, TX 76092	<b>CFO</b>	<b>2/7/2013</b>

B7 (Official Form 7) (04/13)

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**23 . Withdrawals from a partnership or distributions by a corporation**

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS  
OF RECIPIENT,  
RELATIONSHIP TO DEBTOR

DATE AND PURPOSE  
OF WITHDRAWAL

AMOUNT OF MONEY  
OR DESCRIPTION AND  
VALUE OF PROPERTY

---

**24. Tax Consolidation Group.**

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

---

**25. Pension Funds.**

None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

\* \* \* \* \*

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date March 12, 2014

Signature /s/ Steve Bastian

**Steve Bastian**  
**Authorized Agent**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

United States Bankruptcy Court  
Eastern District of Texas

In re Optisense Network, LLC

Debtor(s)

Case No.

Chapter

7

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>43,536.80</u>
Prior to the filing of this statement I have received	\$	<u>43,536.80</u>
Balance Due	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

**Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.**

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.**

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: March 12, 2014

/s/ Keith M. Aurzada

Keith M. Aurzada 24009882

Bryan Cave LLP

2200 Ross Avenue

Suite 3300

Dallas, TX 75201

214-721-8000 Fax: 214-220-6716

keith.aurzada@bryancave.com

Revised 7/2001

LRBP Appendix 1007-b-6

**United States Bankruptcy Court  
Eastern District of Texas**

In re Optisense Network, LLC

Debtor(s)

Case No.  
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7

**VERIFICATION OF CREDITOR MATRIX**

I, the Authorized Agent of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Creditor Matrix Format (check one):

Diskette:

\_\_\_\_\_

Paper:

X

Date: March 12, 2014

/s/ Steve Bastian

Steve Bastian/Authorized Agent  
Signer/Title

A.J. Byrd  
TVV Capital  
201 4th Avenue North  
Suite 1250  
Nashville, TN 37219

Advanced Fibreoptic Engineering Ltd.  
16 Thorneyu ley Business Park  
Witney, Oxon, UK OX28 4GE

Aire Spring  
6060 Sepulveda Blvd., 2nd Floor  
Van Nuys, CA 91199-1422

Aire Spring Inc.  
File 1422  
1801 W. Olympic Blvd.  
Pasadena, CA 91199-1422

Alabama Power Company  
600 North 18 Street  
Birmingham, AL 35203

Alexa Capital LLP  
17 Old Place  
London W\* 4 PL

Andre DeFreitas  
853 Pimernel Lane  
Plano, TX 75075

Andrew W. Byrd  
201 Fourth Avenue North  
Suite 1250  
Nashville, TN 37219

Ann Cook  
1220 Route 35  
South Salem, NY 10590

Appointech, Inc.  
6F-2, No. 192, Tung-Kuan Road  
Hsinchi, 30069, Taiwan

Avery Ashby  
1304 Grapevine Drive  
Allen, TX 75002

Baltimore Gas & Electric  
ATTN Accounts Payable  
P.O. Box 1535  
Baltimore, MD 21203



Bechtel BWTX Idaho, LLC  
Attn: Accounts Payable  
P.O. Box 1625  
Idaho Falls, ID 83415-3117

Bechtel BWXT Idaho LLC  
P.O. Box 1625  
2525 North Fremont Avenue  
Idaho Falls, ID 83415

Benjamin Siebach  
604 Loving Court  
Southlake, TX 76092

Blue's Machining, LLC  
P.O. Box 103  
Rowlett, TX 75030

Blumbergexcelsior XL DIV  
16 Court Street, 14th Floor  
Brooklyn, NY 11241

Boedeker Plastics, Inc.  
904 West 6th Street  
Shiner, TX 77984

Brandon Gulrich  
5002 Rainier Road  
Plano, TX 75023

Charles G. Sell  
201 Fourth Avenue North, Suite 1250  
Nashville, TN 37219

Circuit Design Specialties, Inc.  
600 Development Drive, Suite 100  
Plano, TX 75074-8339

City of Plano  
P.O. Box 860358  
Plano, TX 75086-0358

Cole-Parmer  
13927 Collections Center Drive  
Chicago, IL 60693-0139

Connecticut Plastics, Inc.  
1264 Old Colony Road  
Wallingford, CT 06492

Daniel Taylor  
3210 Clinton Street  
Sachse, TX 75048

David Bauerle  
2038 Country Oaks Drive  
Garland, TX 75040

Davidson, Golden, Lundy, P.C.  
SunTrust plaza, Suite 1250  
401 Commerce Street  
Nashville, TN 37219

Dennis Britt  
1501 Meadow Ranch Road  
McKinney, TX 75071

ELEAT Prototypes & Tooling  
427 Blue Mound Road East  
Haslet, TX 76052

Electronic Systems, Inc.  
600 E. 50th Street North  
Sioux Falls, SD 57104

Elliott Electric Supply, Inc.  
P.O. Box 630610  
Nacogdoches, TX 75963

Environmental Testing Labrotory, inc.  
11034 Indian Trail  
Dallas, TX 75229-3513

Eric Henlon  
5971 Millrace Court  
#E102  
Columbia, MD 21045

Fastenal  
P.O. Box 978  
Winona, MN 55987

FedEx  
P.O. Box 660481  
Dallas, TX 75266-0481

Fiber Optic Center  
23 Centre Street  
New Bedford, MA 02740-6322

Fred Williams  
3152 Kings Canyon Drive  
Plano, TX 75025

GoFoton Corp  
28 Worlds Fair Drive  
Somerville, NJ 08876

Grainger  
Dept 864045158  
P.O. Box 419267  
Kansas City, MO 64141-6267

Grant Kenworthy  
725 Victorian Drive  
Allen, TX 75002

H.L. Electronics, LLC  
P.O. Box 678102  
Dallas, TX 75267

Hickory Ventures, L.P.  
c/o Douglas H. Joyce  
3801 Bedford Avenue, Suite 100  
Nashville, TN 37215

Hisco  
P.O. Box 890811  
Charlotte, NC 28289-0811

Hudson Energy Service  
P.O. Box 142109  
Irving, TX 75014-2109

IMS Solucoes de Energia Ltda.  
Av. Bernardino Silveira Pastoriza, 720  
Sarandi 91160-310 - Porto Alegre/RS  
Brasil

InterCall  
P.O. Box 281866  
Atlanta, GA 30384-1866

Internal Revenue Service  
P.O. Box 7346  
Philadelphia, PA 19101-7346

Jack Bovender  
HCA, Inc.  
One Park plaza  
Nashville, TN 37203

Jeffrey Connelly  
512 Lochwood Drive  
Murphy, TX 75094

Jenny Nguyen  
2526 Meadowridge Drive  
Garland, TX 75044

Ji Daley  
4109 Silverthorne Street  
Richardson, TX 75082

Jim Glose  
2723 Kensington Alley  
Gainesville, GA 30504

JM Fabrication Company, LLC  
415 Duncan Perry Road  
Arlington, TX 76011-5412

Joe Russell  
630 Melrose Avenue  
Nashville, TN 37211

John Cooper  
218 Granny White Pike  
Brentwood, TN 37203

John Frank Zolfo  
7600 Bayshore Drive  
Apt. #1201A  
Trasure Island, FL 33706

John T. Mennefee  
2550 Charlie Thomas Road  
Chattanooga, TN 37407

Julian B. Baker  
c/o Sprint Logisitics  
P.O. Box 101226  
Nashville, TN 37224

Kenneth L. Maun  
Collin County Tax Collector  
P.O. Box 8046  
McKinney, TX 75070-8046

Label-Aid Systems, inc.  
P.O. Box 550  
Celtic Circle  
Madison, AL 35758

LGS Technologies  
P.O. Box 763039  
Dallas, TX 75376-3039

Liberty Trust Company, Ltd.  
Custodian FBO Peter John Fioretti Sr.  
IRA #TC003645 Attn: Kevin J. Mast  
13860 Ballantyne Corporate Pl., Ste 130  
Charlotte, NC 28277

Max Beasley  
1818 Weanne Drive  
Richardson, TX 75082

Max Kenworthy  
504 Dartmouth lane  
Allen, TX 75002

McKinney Trailer Rentals  
8400 E. Slauson Avenue  
Pico Rivera, CA 90660

Mcmaster-Carr  
P.O. Box 7690  
Chicago, IL 60682-7690

Michael Lacaze  
213 N. Ewing Street  
Boyd, TX 76023

Michigan Department of Treasury  
Tax Policy Div., Attn: Litgation Liason  
2nd Floor, Austin Building  
430 West Allegan Street  
Lansing, MI 48922

MK Magnetics  
17030 Muskrat Avenue  
Adelanto, CA 92301-2258

MORPAK Specialties, Inc.  
2500 Discovery Booulevard  
Rockwall, TX 75032

Mouser Electronics  
P.O. Box 99319  
Fort Worth, TX 76199-0319

Newark  
P.O. Box 94151  
Palatine, IL 60094-4151

NextWarehouse, Inc.  
14712 Franklin Avenue, Suite F  
Tustin, CA 92780

Nixon Peabody LLP  
P.O. Box 28012  
New York, NY 10087-8012

Nordson EFD  
21076 Network Place  
Chicago, IL 60673-1210

Novacopy, Inc.  
P.O. Box 372, Dept 200  
Memphis, TN 38101

Oak Cliff Office Products  
1876 Lonestar Drive  
Dallas, TX 75212

OEM Electronic Supply LLC  
P.O. Box 270237  
Flower Mound, TX 75027

Oklahoma Tax Commission  
Ofc. of the General Counsel, Bankruptcy  
120 N. Robinson, Suite 2000W  
Oklahoma City, OK 73102

OPSENS  
2014 Cyrille-Duquet, bur. 125  
Quebec, Quebec G1N 4N6 Canada

PennWell Corp  
21428 Network Place  
Chicago, IL 60673-1214

Philip Davis  
4108 Binley Drive  
Richardson, TX 75082

Phillip Davis  
4108 Binley Drive  
Richardson, TX 75082

Photop Technologies, Inc.  
470 Lakeside Drive, Suite A  
Sunnyvale, CA 94085

Pitney Bowes Purchase Power  
P.O. Box 371874  
Pittsburgh, PA 15250-7874

Polycast International  
965 Sherwin Road  
Winnepeg, MB R3H 0T8

Powertech Labs Inc.  
12388 - 88th Avenue  
Surrey, BC V3W 7R& Canada

ProLogis TLF (Dallas), LLC  
c/o Elizabeth Rodriguez (Property Mgr.)  
2501 N. Harwood Street, Suite 2450  
Dallas, TX 75210-1607

R.S. Hughes Company, Inc.  
10756 N. Stemmons Freeway  
Dallas, TX 75220

Radiall USA, Inc.  
8950 South 52nd Street, Suite 401  
Tempe, AZ 85284

Rick Lucas  
1715 E. Chaffin Street  
Sherman, TX 75090

Rick Reisener  
201 Fourth Avenue North  
Suite 1250  
Nashville, TN 37219

SBAC  
2313A Executive Drive  
Garland, TX 75041

Stephen Cook  
201 Fourth Avenue North  
Suite 1250  
Nashville, TN 37219

Stephen Prince  
3021 Seneca Drive  
Frisco, TX 75034

Steven Bastian  
805 Victoria Lane  
Southlake, TX 76092

Techni-Tool  
P.O. Box 827014  
Philadelphia, PA 19182-7014

Texas Emerging technology Fund (TETF)  
Office of the Governor  
P.O. Box 12878  
Austin, TX 78711-2878

Texas Precision Plating Inc.  
3002 Benton Street  
Garland, TX 75042

The Carole S. Ferguson Residence Trust  
c/o John Ferguson  
Corrections Corporation of America  
10 Burton Hills Boulevard  
Nashville, TN 37215

The John Ferguson Family Trust  
c/o John Ferguson  
Corrections Corporation of America  
10 Burton Hills Boulevard  
Nashville, TN 37215

TNT USA INC  
P.O. Box 182592  
Columbus, OH 43218-2592

U.S. Bank  
1310 Madrid Street, Suite 201  
Marshall, MN 56258

U.S. Bank Equipment Finance  
P.O. Box 790448  
Saint Louis, MO 63179-0448

Uline  
2200 S. Lakeside Drive  
Waukegan, IL 60085

United States Attorney's Office  
110 North College Avenue  
Suite 700  
Tyler, TX 75702-0204

United States Trustee's Office  
110 North College Avenue  
Suite 300  
Tyler, TX 75702-7231

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Unlimited Service DFW - Metro  
12160 N. Abrams Road, Suite 210  
Dallas, TX 75243

UPS  
P.O. Box 7247-0244  
Philadelphia, PA 19170-0001

UPS Freight  
P.O. Box 730900  
Dallas, TX 75373-0900

UPS Supply Chain Solutions, Inc.  
28013 Network Place  
Chicago, IL 60673-1280

Verizon Wireless  
P.O. Box 660108  
Dallas, TX 75266-0108

Vitality Medical, Inc.  
7910 S. 3500 E, Ste. C  
Salt Lake City, UT 84121

Vogelin Company  
P.O. Box 360  
13400 Country Road 51  
Norwood Young America, MN 55368



Westar, LLC  
P.O. Box 79  
814 East 1st Avenue  
Dorchester, WI 54425

Ye Li  
2209 Mesa Oak Trail  
Plano, TX 75025

Yupin Boone  
4411 Jackson Drive  
Sachse, TX 75048

**United States Bankruptcy Court  
Eastern District of Texas**

In re **Optisense Network, LLC**

Debtor(s)

Case No.

Chapter

**7**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Optisense Network, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

**March 12, 2014**

Date

**/s/ Keith M. Aurzada**

**Keith M. Aurzada 24009882**

Signature of Attorney or Litigant

Counsel for **Optisense Network, LLC**

**Bryan Cave LLP**

**2200 Ross Avenue**

**Suite 3300**

**Dallas, TX 75201**

**214-721-8000 Fax: 214-220-6716**

**keith.aurzada@bryancave.com**